

**CONRAIL**

215-9774000

0-102A010

RECORDATION NO. 1725 *LC*  
Filed 1923

APR 11 1980 -9 25 AM

April 8, 1980

INTERSTATE COMMERCE COMMISSION

APR 11 1980  
Date  
Fee \$ 60.00

Mrs. Mildred Lee  
Office of the Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 8261-C  
Filed 1923  
Washington, D.C.

APR 11 1980 -9 25 AM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Lee:

Pursuant to 49 U.S.C. §11303 and Volume 49 Code of Federal Regulations Section 1116.1 through 1116.4, three counterparts of the following documents are enclosed for recordation:

1. Three counterparts of a lease dated March 28, 1980 between RELCO-PA, Inc., lessor and Consolidated Rail Corporation, lessee. The address of both companies is Six Penn Center Plaza, Philadelphia, Pennsylvania, 19104.

The lease is an extension of a lease between RELCO-PA, Inc., lessor and Consolidated Rail Corporation, lessee, dated February 29, 1980 which was recorded on March 14, 1980 at 2:25 p.m. and assigned Recordation Number 8261-C.

The February 29, 1980 lease was itself an extension of a lease dated as of January 1, 1960 between RELCO-PA, Inc., lessor and Conrail's predecessor, The Pennsylvania Railroad Company, lessee. The lease was recorded on January 25, 1960 at 4:45 p.m. and assigned Recordation Number 1725.

2. Also enclosed for recordation are three counterparts of a Release and Bill of Sale by Morgan Guaranty Trust Company of its rights under a Lease Assignment dated as of January 1, 1960 between Morgan Guaranty and RELCO-PA, Inc., pursuant to which RELCO-PA, Inc. assigned to Morgan Guaranty its right, title and interest in the lease dated as of January 1, 1960 which is referred to in the preceding paragraph of this letter.

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APR 11 9 21 AM '80  
I.C.C.  
FEE OPERATION BR.

Mrs. Mildred Lee  
April 8, 1980  
Page Two

Enclosed is a check for \$60 to cover the recordation fees, \$50 for recordation of the lease and \$10 for recordation of the release and bill of sale. After recording a counterpart original of each document, please return the remaining copies, stamped with your recordation number, to me.

Very truly yours,

*John B. Rossi, Jr.*

John B. Rossi, Jr.  
Corporate Counsel

JBR/dlk

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

5/22/80

OFFICE OF THE SECRETARY

John B. Rossi, Jr.  
Corporate Counsel  
Consolidated Rail Corp.  
Six Penn Center Plaza  
Philadelphia, PA. 19104

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/11/80 at 9:25am , and assigned re-  
recording number(s). 8261-D

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

I Am Returning your Release Document , because you fail to give me a record. No. I have called you several times for it. I don't know what you are releasing, so until I get the record no. I can't release your document

Mrs. Mildred R. Lee  
Recordation Clerk

SE-30  
(7/79)

1725D

RECORDATION NO. 8261-AD Filed 1425

APR 11 1980 -9 35 AM

AGREEMENT, dated as of the 28<sup>th</sup> day of March, 1980, between RELCO-PA, INC., a Nevada corporation ("Relco") and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("Conrail").

WHEREAS, pursuant to the terms of a Lease of Railroad Equipment (the "Lease") dated as of January 1, 1960, between Relco and The Pennsylvania Railroad Company ("PRR"), Relco leased to PRR certain Equipment (as defined in the Lease); and

WHEREAS, pursuant to the provisions of the Regional Rail Reorganization Act of 1973, as amended, 45 USC §701 et seq., and by Assignment filed with the Interstate Commerce Commission, PRR's successor, Penn Central Transportation Company assigned all its right, title and interest in the Equipment and the Lease to Conrail; and

WHEREAS, pursuant to the terms of the Lease, the Initial Term (as defined in the Lease) would have ended on March 1, 1980; and

WHEREAS, Conrail and Investors Diversified Services, Inc. ("IDS") have entered into an agreement dated February 25, 1980, providing for the sale by IDS to Conrail of the capital stock of Relco (the "Sales Agreement"); and

WHEREAS, Conrail and Relco have entered into an Agreement providing for the extension of the Initial Term of the Lease; and

WHEREAS, the parties desire to further extend the Lease for an Extended Term (as defined in the Lease) and Relco has waived and again hereby waives any provisions of the Lease which would prohibit such extension.

NOW, THEREFORE, in consideration of the covenants and agreements contained herein, the parties hereby agree as follows:

1. The parties hereby agree that the Initial Term of the Lease is extended, pursuant to Section 4 of the Lease, for a period commencing the date first above written through February 28, 1990, inclusive.
2. The Agreement dated February 29, 1980 between Conrail and Relco is hereby terminated and superseded by this Agreement.
3. Conrail shall pay an annual rental for the Equipment of \$100.63 per unit, which amount has been calculated in accordance with the provisions of Section 4 of the Lease; provided that such rental shall be payable in advance on March 31 of each year of the Extended Term

or the next business day after March 31 if March 31 is not a business day.

4. All provisions of the Lease, to the extent not modified by this Agreement or the Sales Agreement, shall remain in full force and effect during the Extended Term.
5. Conrail agrees that it shall at its expense cause this Agreement to be filed and recorded in accordance with applicable laws.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first above written.

RELCO-PA, INC.,  
Lessor

ATTEST

By *M. J. Powell*  
Secretary

By *J. Johnson*  
President

CONSOLIDATED RAIL CORPORATION,  
Lessee

ATTEST

By *T. P. Richardson*  
ASSISTANT SECRETARY

By *D. W. Brown*  
VICE PRESIDENT

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF PHILADELPHIA, SS:

On this 28<sup>th</sup> day of March, 1980, before me personally appeared James M. Davis and H.W. Brown, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged that they executed the same as their free act and deed.

Catherine Aldinger  
Notary

My commission expires: Aug. 3, 1981